

AMENDMENT NO. 1
TO
INTERCONNECTION AGREEMENT
BETWEEN
CINCINNATI BELL TELEPHONE COMPANY
AND
TCG OHIO

On January 10, 2000, Cincinnati Bell Telephone Company ("CBT") and TCG Ohio A ("TCG") filed with the Kentucky Public Service Commission ("Commission"), docketed as Case No. 2000-010, an Interconnection Agreement whereby TCG adopts the interconnection agreement between CBT and Intermedia Communications, Inc. The agreement was negotiated pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.

CBT and TCG now wish to amend their Interconnection Agreement to correct the wholesale discount rate for Resale Services as required by the Commission's order, dated March 21, 2000, in Case No. 2000-010.

AMENDMENTS TO THE INTERCONNECTION AGREEMENT

On and from the Effective Date, the Interconnection Agreement is hereby deemed amended as follows:

Schedule 10.1, paragraph 1.0 will be revised to read as follows:

1.0 Subject to changes due to decisions of the Commission or other applicable laws, rules, regulations or orders, CBT shall apply a wholesale discount of sixteen point seven-four percent (16.74%) to all discounted resale services.

Pricing Schedule, Item VI – Wholesale Resale Services, will be revised to read as follows:

Resale Discount: Subject to changes due to decisions of the Commission or other applicable laws, rules, regulations or orders, CBT shall apply a wholesale discount of sixteen point seven-four percent (16.74%) to all discounted resale services.

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In all other respects, the January 10, 2000, Interconnection Agreement remains unchanged.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 1 to be executed in their behalf this _____ day of April, 2000.

CINCINNATI BELL TELEPHONE
COMPANY

TCG OHIO

By: _____
Linda D. Frank
Vice President & General Manager -
Carrier Services
Cincinnati Bell Telephone Company
201 E. Fourth St., 102-1005
Cincinnati, Ohio 45201
(513) 565-3700

By: _____
William L. West
Region Vice President – Local Services and
Access Management
AT&T Corp.
222 W. Adams, 11th Floor
Chicago, Illinois 60606
(312) 230-3550

Master Network Interconnection and Resale Agreement

This Master Network Interconnection and Resale Agreement ("Agreement") between TCG Ohio, a New York partnership, (herein referred to as "TCG") and Cincinnati Bell Telephone Company, an Ohio Corporation (herein referred to as "CBT" or "Company"), herein collectively, "the Parties", is entered into and effective **29th** day of December, 1999 for the State of Kentucky.

NOW THEREFORE, the parties agree as follows:

The Parties agree that the Agreement shall consist of the Interconnection Agreement Under Sections 251 and 252 of the Telecommunications Act of 1996 (herein referred to as "Act") dated as of July 15, 1998 by and between Cincinnati Bell Telephone Company and Intermedia Communication Inc. for Kentucky (herein the "Intermedia Agreement"), amended as follows:

TERM:

Pursuant to Section 2 1.1 of the Intermedia Agreement, this Agreement shall be in force until September 13, 2000 and shall automatically renew or terminate pursuant to the terms of said Section 21.1.

NOTICES

Except as otherwise provided, all notices and other communication hereunder **shall** be deemed to have been duly given when made in writing and delivered in person or deposited in the United States mail, certified mail, postage paid, return receipt requested and addressed as follows:

To TCG:

Teleport Communications Group Inc.
222 W. Adams Street, 11th Floor
Chicago, IL 60606
Attn: Danial M. Noorani
Facsimile: (312) 230-8100

with a copy to:

Teleport Communications Group Inc.
1200 Peachtree Street, Promenade I, 8th Floor
Atlanta, Georgia 30309-3579
Attn: Commercial Counsel
Facsimile: (404) 810-5901

To CBT:

Cincinnati Bell Telephone Company
201 E. Fourth Street
Cincinnati, Ohio 45201-2301
Attn: Vice President - Regulatory Affairs
Facsimile: (513) 397-2408

with a copy to:

Cincinnati Bell Telephone Company
201 E. Fourth Street, Room 715
Cincinnati, Ohio 45201-2301
Attn: Senior Vice President & General Counsel
Facsimile: (513) 721-7358

or to such other address as either Party shall designate by proper notice. Actual notice will be required in order to commence any time periods in this Agreement which require notice to the other Party.

IN WITNESS WHEREOF, the parties thereto have caused this Agreement to be executed by their duly respective authorized representatives.

Cincinnati Bell Telephone Company

By: /s/ Eugene J. Baldrate

Title: Vice President – Regulatory Affairs

Date: **12-28-99**

TCG Ohio

By: /s/ William L. West

William L. West

Title: Region Vice President – Local Services & Access Management

Date: **12/29/99**

